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May 2, 2006

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Apter, Bill Ovca, Alex Gassio, Terri Nelson*

**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

Debtor.

**Case No. BK-S-06-10725-LBR**  
Chapter 11

In re:

USA CAPITAL REALTY ADVISORS,  
LLC,

Debtor

**Case No. BK-S-06-10726-LBR**  
Chapter 11

In re:

USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC,

Debtor.

**Case No. BK-S-06-10727-LBR**  
Chapter 11

In re:

USA CAPITAL FIRST TRUST DEED  
FUND, LLC,

Debtor.

**Case No. BK-S-06-10728-LBR**  
Chapter 11

In re:

USA SECURITIES, LLC

Debtor.

**Case No. BK-S-06-10729-LBR**  
Chapter 11

Affects:

■ All Debtors

☐ USA Commercial Mortgage Co.

☐ USA Securities, LLC

☐ USA Capital Realty Advisors, LLC

☐ USA Capital Diversified Trust Deed

☐ USA First Trust Deed Fund, LLC

Date: 5/3/06

Time: 9:30 a.m.

**JOINDER IN THE OPPOSITIONS (1) TO DEBTOR'S PROPOSED CASH  
MANAGEMENT PROCEDURES AND INTERIM USE OF CASH  
IN ACCORDANCE WITH PROPOSED CASH BUDGET AND (2) THE ORDER  
REGARDING SET OFF OF BANK ACCOUNTS**

AYLENE GERINGER, MARK ZIPKIN, ED SCHOONONVER, SUE

SCHOONONVER, FERN APTER, BILL OVCA, ALEX GASSIO, TERRI NELSON, ("Direct Lenders") by and through their counsel, Snell & Wilmer L.L.P., join in the numerous Oppositions (1) to the Debtor's Proposed Cash Management Procedures and (2) object to the Stipulation to Regarding Set Off of Bank Accounts. In particular, the Direct Lenders (1) oppose any co-mingling of any payments received from the borrowers on loans involving the Direct Lenders, (2) request that the Debtor and the Restructuring Officer immediately establish separate and independent accounts into which payments from the borrowers must be deposited and held pending further Court order, (3) preclude any set off against payments from borrowers including, but not limited to, the set off sought on loans involving the Direct Lenders, as they are not property of the Debtor and (4) preclude the Debtor and the Restructuring Officer from spending any portion of payments from borrowers on loans involving the Direct Lenders to satisfy existing obligations of the Debtors or to pay any of the expenses set forth in the Debtor's proposed budget.

The Direct Lenders further provide notice that the Direct Lenders will be taking the necessary steps (1) to revoke any Powers of Attorney, (2) to terminate any Servicing Agreements with the Debtors and (3) to seek the transfer of these loans and the servicing of the assets to an independent entity.

WHEREFORE, the Direct Lenders request that this Court preclude the Restructuring Officer's ability to use the Direct Lender's property and require the Restructuring Officer to

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sequester the same in separate escrow accounts until the loans, the funds and the servicing can be transferred to an independent third-party entity.

DATED this 2<sup>nd</sup> day of May, 2006.

SNELL & WILMER L.L.P.

By: 

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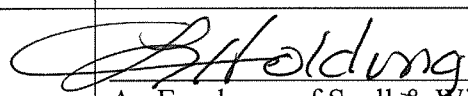
*Attorneys for Attorneys for Aylene Geringer, Mark*

*Zipkin, Ed Schoonover, Sue Schoonover, Fern Apter,*

*Bill Ovca, Alex Gassio, Terri Nelson,*

### CERTIFICATE OF SERVICE

Pursuant to FED. R. BANKR. P. 5(b), I hereby certify that I am an employee of Snell & Wilmer, and that on May 2, 2006, I caused a true and correct copy of JOINDER IN THE OPPOSITIONS (1) TO DEBTOR'S PROPOSED CASH MANAGEMENT PROCEDURES AND INTERIM USE OF CASH IN ACCORDANCE WITH PROPOSED CASH BUDGET AND (2) THE ORDER REGARDING SET OFF OF BANK ACCOUNTS to be served by first class mail to:

<b>ANNETTE W JARVIS</b> POB 45385 Salt Lake City, UT 84145	<b>LENARD E. SCHWARTZER</b> SCHWARTZER & MCPHERSON 2850 S. Jones Boulevard, Suite 1 Las Vegas, NV 89146
<b>FEDERAL BANKRUPTCY COURT</b> Foley Federal Bldg. 300 Las Vegas Blvd South, Third Floor Las Vegas, NV 89101	<b>USA COMMERCIAL MORTGAGE COMPANY</b> 4484 South Pecos Road Las Vegas, NV 89121
<b>U.S. TRUSTEE - LV</b> Augie Landis 300 Las Vegas Boulevard S. Suite 4300 Las Vegas, NV 89101	<b>CANDACE CARLYON</b> 233 S. Fourth, #200 Las Vegas, NV 89101
<b>GREG GARMAN</b> 3960 Howard Hughes Parkway, 9 <sup>th</sup> Floor Las Vegas, NV 89109	 An Employee of Snell & Wilmer